



NOTICE

NOTICE is hereby given that the extra-ordinary general meeting no. 04/2025-2026 (the "Meeting" or "EGM") of the shareholders of Avanti Finance Private Limited ("Company") will be held via video conference on Monday, February 23, 2026 at 04:00 PM IST to transact the following business.

SPECIAL BUSINESS

1. To ratify the execution and performance of the Warrant subscription agreement and other transaction documents, if any

*To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:*

"RESOLVED THAT pursuant to applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force and hereinafter collectively referred as 'Act'), provisions of the Memorandum and Articles of Association of the Company, the consent of the shareholders of Avanti Finance Private Limited ('Company') be and is hereby accorded to ratify and confirm the execution of Warrant subscription agreement executed on February 05, 2026 ('WSA') and other transaction documents, if any, entered into between the Company and UTI Alternatives Private Limited, including funds managed by it and/ or its affiliates (referred as 'UTI Alternatives'), for the issuance of share warrants aggregating to INR 20 crores, which inter alia provides the right to convert the warrants into such number of equity shares of the Company to be computed subject to and in accordance with the terms and conditions as set out in the WSA and other transaction documents ('Transaction Documents').

RESOLVED FURTHER THAT the execution, performance and delivery of the WSA and the transaction documents by the Director/ Authorised officials of the Company, and all actions taken in connection therewith, be and are hereby ratified and confirmed in all respects.

RESOLVED FURTHER THAT each of the directors of the Company and / or the following authorised officials of the Company ('Authorised Signatories') be and are hereby severally authorized to negotiate, finalize, amend, modify, execute, deliver and perform on behalf of the Company, the WSA and such other ancillary documents and writings, as may be required to be executed, delivered and performed.

Sr. No.	Name	Designation
1.	Mr. Manish Thakkar	Chief Operating Officer
2.	Mr. Sunil Kumar Tadepalli	Chief of Partnerships
3.	Mr. Nagaraj Subrahmanya	Chief Risk Officer
4.	Mr. Sushil Thaker	Chief Financial Officer
5.	Ms. Urvashi P. Bahirsheth	Company Secretary and CCO

AVANTI FINANCE PRIVATE LIMITED

Regd. Off.: # 2727, 2nd floor, 1st Main Road, HAL 3rd Stage, Ward no 58 (Old no 83) New Thippasandra, Bangalore, Bangalore North, Karnataka, India - 560075

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CIN: U64920KA2016PTC138355

6.	Mr. Ankit Hurkat	Authorised Signatory
7.	Mr. Darshil Mehta	Authorised Signatory

RESOLVED FURTHER THAT each of the directors of the Company and / or the Authorised Signatories, be and are hereby severally authorized to make all such necessary filings, intimations with or to the concerned regulatory, statutory or governmental authorities or third parties and do all such acts, deeds and things arising out of or in connection with the matters envisaged under the Transaction Documents, including issuing undertakings, opinions, certificates, confirmations, consents and clarifications to, and obtaining consents, no objections and / or approvals from third parties, lenders or any regulatory, statutory or governmental authority, if any, as may be required for and on behalf of the Company pursuant to, or for giving effect to, this resolution.

RESOLVED FURTHER THAT each of the directors of the Company and / or the Authorised Signatories, be and are hereby severally authorized to do all such acts, deeds and things as may be expedient and necessary to give effect to this resolution, including without limitation signing, issuing and delivering a certified true copy of the foregoing resolution to any concerned persons / authority.”

2. To:

(a) approve the issuance of Share Warrants in accordance with applicable law;

(b) approve the draft of the private placement offer cum application letter for issuance of Share Warrant (in Form PAS-4) in accordance with the Companies Act, 2013 ('Share Warrant Offer Letter');

(c) authorize the Directors to issue and execute the Offer Letter

*To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:***

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules thereunder as amended (including any amendment(s), statutory modification thereto or re-enactment thereof for the time being in force), the provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Reserve Bank of India (the "RBI"), and/or any other competent regulatory authorities, as applicable, from time to time and to the extent applicable and any required approvals, consents, permissions and / or sanctions as may be necessary or required from the competent authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by such authorities while granting any such approvals permissions, consents and/ or sanctions, the approval of the shareholders of the Company, be and is hereby accorded to create. issue, offer and allot from time to time in one or more tranches up to such number of warrants, each carrying a right to subscribe to Equity Share of the Company (the

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“Warrants”), amounting to a total of INR 20 crores (Indian Rupees Twenty Crores Only) based on Series C equity subscription price which is to be computed as follows: Issue Price per Equity Share issued pursuant to the Series C Financing Round less IRR Based Discount @ 25% applied to the Series B3 CCPS until the date of such Series C Financing Round, subject to the condition that the resultant price per Equity Share shall not be less than INR 10 per share (“Floor Price”) and not be more than INR 15 per share (“Cap Price”). The Floor Price and Cap Price shall be subject to adjustments for corporate actions such as split, bonus, etc on a private placement to UTI Alternatives Private Limited, including funds managed by it and/ or its affiliates (“UTI”) on such terms and conditions as may be mentioned in the Warrant Subscription Agreement executed on February 05, 2026 between UTI and the Company (“WSA”);

RESOLVED FURTHER THAT the valuation report dated February 10, 2026, submitted by CA Gaurang Rajesh Shah, the registered valuer appointed in accordance with Section 247 of the Companies Act, 2013 as placed before the members be and is hereby taken on record;

RESOLVED FURTHER THAT the draft private placement letter of offer in Form PAS-4 (“Offer Letter”), Form PAS-5 (“Offer Record”) and application form and other related documents for the issuance of the Warrants, on a preferential cum private placement basis be and is hereby approved to be issued to UTI;

RESOLVED FURTHER THAT the Company hereby records the name of UTI, and maintains the Offer Record in respect of the issuance of the Warrants;

RESOLVED FURTHER THAT in respect of the issuance of the Warrants, Ms. Urvashi P. Bahirsheth, Company Secretary be and is hereby authorized to prepare, finalise, amend, sign and circulate Warrants Offer Letter, determine, open and close the offer period, allot, maintain complete records of the private placement offers in Form PAS-5 and file other necessary forms, documents etc. with the relevant registrar of companies, the RBI and all the other regulators, authorities and intermediaries involved in the said offer, issue and allotment;

RESOLVED FURTHER THAT each of the Directors of the Company, Mr. Manish Thakkar, Chief Operating Officer, Mr. Sunil Kumar Tadepalli, Chief of Partnerships, Mr. Nagaraj Subrahmanya, Chief Risk Officer, Mr. Sushil Thaker, Chief Financial Officer, Ms. Urvashi P. Bahirsheth, Company Secretary, Mr. Ankit Hurkat, Authorised Signatory and Mr. Darshil Mehta, Authorised Signatory (the “Authorised Signatories”) be and are hereby severally authorised to:

i. negotiate and finalise the timing, terms and conditions of the Warrants to be issued pursuant to the WSA, with all other documents, agreements, instruments, letters and writings required for allotment of the Warrants, as may be necessary or required for the aforesaid purpose including to sign and / or dispatch all forms, filings, documents and notices to be signed, submitted and / or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the WSA, the ancillary documents and other deeds,

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documents and other writings as and when necessary and to take all such further steps as may be required to give effect to the aforesaid resolutions;

ii. obtain all necessary authorizations from governmental authorities and / or third parties required in connection with the transactions contemplated under the WSA and complete all formalities in respect thereto;

iii. file with the relevant Registrar of Companies and any other regulator or body all particulars in respect of the proposed issuance of the Warrants, as may be required, in the prescribed forms;

iv. arrange for payment of the applicable stamp duty in respect of the Warrants, and all other Transaction Documents, as may be applicable; and

v. do all acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolutions and to execute on behalf of the Company such deeds, documents, agreements and writings in this regard.

RESOLVED FURTHER THAT pursuant to the provisions of Section 42 of the Companies Act, 2013 current account of the Company maintained with IDFC First Bank Limited bearing name - Avanti Finance Private Limited Share Application Account and account number 10216716481 shall be the separate bank account which shall be used for receipt of the subscription / application money for the aforementioned issuance of Warrants and the said money shall not be utilised until the allotment is made and relevant e-Form PAS-3 is not filed;

RESOLVED FURTHER THAT any and all actions taken by any Authorised Signatory in connection with any transaction or objectives approved in any or all of the foregoing resolutions, and all transactions related thereto, are hereby approved, ratified and confirmed in all respects and any and all actions hereafter to be taken by any Authorised Signatory in furtherance of the objectives of the foregoing resolutions are hereby authorised, approved and ratified in all respects;

RESOLVED FURTHER THAT each of the directors of the Company and / or the Authorised Signatories, be and are hereby severally authorized to do all such acts, deeds and things as may be expedient and necessary to give effect to this resolution, including without limitation signing, issuing and delivering a certified true copy of the foregoing resolution to any concerned persons / authority.”

(All capitalised terms not defined in this resolution shall have the respective meanings set forth in the Warrant Subscription Agreement)

3. To approve the re-pricing of existing ESOP grants

*To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:*

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“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Employee Stock Option Scheme 2020 of the Company and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof) and based on the approvals of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to approve the re-pricing of the existing ESOP grants, as mentioned below, by revising the exercise price to INR 10 per option:

(i) 23,10,380 ESOPs granted in October 2023 at an exercise price of INR 28.71 per option to the identified senior management team of the Company;

(ii) 7,88,000 ESOPs approved to be granted to Mr. Sushil Thaker, CFO at an exercise price of INR 31.71 per option; and

(iii) 13,43,494 ESOPs granted in January 2025 to eligible employees of the Company (excluding senior management) at an exercise price of INR 31.71 per option.

RESOLVED FURTHER THAT the members hereby acknowledge and approve that the proposed re-pricing of ESOPs is not prejudicial to the interests of the option holders.

RESOLVED FURTHER THAT each of the Directors of the Company and/or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including implementation of the revised exercise price, issuing necessary communications to option holders, making requisite filings with statutory authorities and to delegate such authority as may be considered appropriate, in accordance with applicable law.”

For Avanti Finance Private Limited

Sd/-

Name: Ms. Urvashi P. Bahirsheth

Designation: Company Secretary and CCO

Membership No.: ACS 37475

Address: 2727, 2nd floor, 1st Main Road, HAL 3rd Stage, Ward no 58 (Old No. 83),
New Thippasandra, Bangalore, Bangalore North, Karnataka, India, 560075

Registered Office:

2727, 2nd floor, 1st Main Road, HAL 3rd Stage, Ward no 58 (Old No. 83),
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Date: February 16, 2026

Place: Bengaluru

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Notes:

1. THE EXTRAORDINARY GENERAL MEETING/THE ANNUAL GENERAL MEETING OF MEMBERS OF THE COMPANY SHALL BE CONVENED THROUGH VIDEO CONFERENCING UNDER THE GUIDELINES ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS PURSUANT TO THE GENERAL CIRCULAR NO.14/2020 DATED 08.04.2020, GENERAL CIRCULAR NO. 20/2020 DATED 05.05.2020, ,GENERAL CIRCULAR NO. 02/2021 DATED 13.01.2021, GENERAL CIRCULAR NO. 19/2021 DATED 08.12.2021 AND 21/2021 DATED 14.12.2021, GENERAL CIRCULAR NO 03/2022 DATED 05.05.2022, GENERAL CIRCULAR NO.11/2022 DATED 28.12.2022,GENERAL CIRCULAR NO 09/2023 DATED 25.09.2023, GENERAL CIRCULAR NO 09/2024 DATED 19.09.2024 AND GENERAL CIRCULAR NO 03/2025 DATED 22ND SEPTEMBER 2025

2. The Members are requested to follow the below instructions: -

a) Participation:

- i. Pursuant to the general circular issued by the Ministry of Corporate Affairs, the appointment of Proxy(ies) is not permitted. However, in pursuance of section 112 and 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose voting through remote e-voting or for participation and voting in the meeting. The Corporate Shareholders proposing to participate at the meeting through their representative, may forward the necessary authorization under Section 113 of the Act for such representation to the Company through e-mail to urvashi@avantifinance.in before the commencement of the meeting.
- ii. The Members are requested to use the following link details to join the meeting via video conference: [<Link to be inserted>](#)
- iii. For ease of participation of the Members, during the meeting, members may post questions during and also, before the meeting, by writing to urvashi@avantifinance.in.
- iv. On the date of the meeting, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting, may join, using the above link 15 minutes before the time scheduled to start the meeting until 15 minutes after such scheduled time. After the scheduled time no person shall be able to join the meeting.
- v. In case any member requires assistance for using the aforementioned link before or during the meeting, you may reach out to the Company Secretary at 080-43722581.
- vi. In order to ensure the smooth participation, the Members, Directors, Key Managerial Personnel and all other persons authorized to attend the meeting are requested to

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ensure that the device used for attending the meeting through video conferencing has a strong internet signal/ network.

b) Voting:

- i. In case a poll is demanded, Chairman shall follow the procedure provided in Section 109 of the Companies Act, 2013 and rules made thereunder unless specific provisions are mentioned in the Articles of Association.
- ii. On demand of the poll, the Members may vote by sending an e-mail to the designated e-mail id: urvashi@avantifinance.in stating their assent/ dissent. For convenience during voting, the Members are requested to use the following box and state the symbol or mention the no. of shares held by them in assent/ dissent box.

Example 1: Using symbol ('√')

Item no. of agenda	Assent	Dissent
1. To ratify the execution and performance of the Share Warrant subscription agreement and other transaction documents, if any	√	
2. To: (a) approve the issuance of Share Warrants in accordance with applicable law; (b) approve the draft of the private placement offer cum application letter for issuance of Share Warrant (in Form PAS-4) in accordance with the Companies Act, 2013 ('Share Warrant Offer Letter'); (c) authorize the Directors to issue and execute the Offer Letter	√	
3. To approve the re-pricing of existing ESOP grants	√	

Example 2: Using number of shares held.

Item no. of agenda	Assent	Dissent
1. To ratify the execution and performance of the Share Warrant subscription agreement and other transaction documents, if any	100	
2. To: (a) approve the issuance of Share Warrants in accordance with applicable law; (b) approve the draft of the private placement offer cum application letter for issuance of Share Warrant (in Form PAS-4) in accordance with the	100	

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Companies Act, 2013 ('Share Warrant Offer Letter'); (c) authorize the Directors to issue and execute the Offer Letter		
3. To approve the re-pricing of existing ESOP grants	100	

c) Other instructions/ information:

- i. Members are requested to address all communications through their registered e-mail id only.
- ii. This notice is also available on the website of the Company.
- iii. Incase of any doubts or clarification, the members are requested to contact Ms. Urvashi P. Bahirsheth through e-mail: urvashi@avantifinance.in.
- iv. The documents related to matters set out in the notice can be requested via email by writing to the Company Secretary at urvashi@avantifinance.in on all working days up to and including the date of this Extra Ordinary General meeting of the Company.

Explanatory Statement as required under section 102 of the Companies Act, 2013 in respect of is annexed hereto.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 and Item No. 2

To ratify the execution and performance of the Share Warrant subscription agreement and other transaction documents, if any

To:

- (a) approve the issuance of Share Warrants in accordance with applicable law;**
- (b) approve the draft of the private placement offer cum application letter for issuance of Share Warrant (in Form PAS-4) in accordance with the Companies Act, 2013 ('Share Warrant Offer Letter');**
- (c) authorize the Directors to issue and execute the Offer Letter**

The Company intends to issue share warrants upto INR 20 crores which *inter alia* provides UTI Alternatives Private Limited, including funds managed by it and/ or its affiliates, a right (but not an obligation) to convert the warrants into equity shares subject to and in accordance with the terms and conditions as set out in the Warrant Subscription Agreement executed on February 05, 2026 at an issue price of INR 100/- per warrant and a warrant subscription price of INR 0.01 per warrant.

. Share Warrants:

(a) the size of the issue and number of share warrants to be issued and nominal value of each share:

20,00,000 Share warrants of INR 100 each.

(b) the nature of such warrants i.e. cumulative or non – cumulative, participating or non – participating, convertible or non – convertible:

As per the terms and conditions mentioned in the Warrant Subscription Agreement.

(c) the objectives of the issue:

The proceeds of the issue will be used only as per the provisions of the business plan or for such other purposes as are approved by the subscribers in writing in terms of the Warrant Subscription Agreement.

(d) the manner of issue of warrants:

Private Placement Basis

(e) the price at which such warrants are proposed to be issued:

INR 100/- per warrant

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(f) the basis on which the price has been arrived at:

The price has been arrived on the basis of valuation report received from CA Gaurang Rajesh Shah, the registered valuer in terms of Section 247 of the Companies Act, 2013.

(g) the terms of issue, including terms and rate of dividend on each warrant, etc.:

As per the terms and conditions mentioned in the Warrant Subscription Agreement.

(h) the terms and tenure of redemption / conversion:

As per the terms and conditions mentioned in the Warrant Subscription Agreement.

(i) the manner and modes of redemption:

The warrants carry a right (not an obligation) to convert the same into equity shares of the Company.

(j) the current shareholding pattern of the company:

Sr No.	Category	Current Shareholding																	
		No of Shares held(Equity)	% of Shareholding (Equity)	No of shares held (Series A CCPS)	% of shareholding (Series A CCPS)	No of shares held (Series A1 CCPS)	% of shareholding (Series A1 CCPS)	No of shares held (Bridge CCPS)	% of shareholding (Bridge CCPS)	No of shares held (Series B CCPS)	% of shareholding (Series B CCPS)	No of shares held (Series B1 CCPS)	% of shareholding (Series B1 CCPS)	No of shares held (Series B2 CCPS)	% of shareholding (Series B2 CCPS)	No of shares held (Series B3 CCPS)	% of shareholding (Series B3 CCPS)	No of shares held (Series B4 CCPS)	% of shareholding (Series B4 CCPS)
A Promoter's holding																			
1	Indian																		
	Individual	1,77,45,446	11.76%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Bodies Corporate																		
	Sub total	1,77,45,446	11.76%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Foreign Promoters	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub total(A)	1,77,45,446	11.76%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
B Non-Promoter's holding																			
1	Institutional Investor	-	-	11,24,00,000	100	1,86,00,000	100	3,20,00,000	100	5,71,22,955	100	1,39,32,428	97.56%	1,23,02,112	60.94%	6,49,40,002	97.01%	7,50,00,000	100.00%
2	Non Institutional	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Private Corporate bodies	-	-	-	-	-	-	-	-	-	-	-	-	15,76,789	7.81%	-	-	-	-
	Directors and Relatives	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Indian Public	18,75,000	1.24%	-	-	-	-	-	-	-	-	3,48,311	2.44%	63,07,158	31.25%	20,00,000	2.99%	-	-
	Others(Including Non-resident Indians(NRI))	13,12,86,747	87.00%	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total(B)	13,31,61,747	88.24%	11,24,00,000	100	1,86,00,000	100	3,20,00,000	100	5,71,22,955	100	1,42,80,739	100	2,01,86,059	100	6,69,40,002	100	7,50,00,000	100
	Grand total	15,09,07,193	100	11,24,00,000	100	1,86,00,000	100	3,20,00,000	100	5,71,22,955	100	1,42,80,739	100	2,01,86,059	100	6,69,40,002	100	7,50,00,000	100

(k) the expected dilution in equity share capital upon conversion of warrants:

As per the terms and conditions mentioned in the Warrant Subscription Agreement.

(l) Date of passing of Board resolution for approving the issue:

February 14, 2026

(m) name and address of valuer who performed valuation:

CA Gaurang Rajesh Shah

Address: V G R S and Associates, 201, Neelkanth Commercial Centre, Sahar Road, Vile Parle East, Mumbai, Maharashtra 400099

(n) The class or classes of persons to whom the allotment is proposed to be made:

Resident Investors

(o) relevant date with reference to which the price has been arrived at:

December 31, 2025

(p) the class or classes of persons to whom the allotment is proposed to be made, their name and the percentage of post preferential offer capital that may be held by them;

Sl. No.	Proposed allottee	Address	Class of proposed allottee	percentage of post preferential offer capital
1	UTI STRUCTURED DEBT OPPORTUNITIES FUND III	UTI Tower, G Block, Bandra Kurla Complex, Bandra East, Mumbai, 400051	AIF	NA

(q) intention of promoters, directors or key managerial personnel to subscribe to the offer:

None of the Directors, Key Managerial Personnel and relatives of Directors and Key Managerial Personnel is interested or has any intention to subscribe to the said offer.

(r) the change in control, if any, in the company that would occur consequent to the preferential offer;

NA

(s) the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Sr. No.	Name of the Investors	Number of Securities	Type of Issue	Consideration (in INR)
1.	Vivriti Alpha Debt Fund – Enhanced	2,500	Private placement of Non-Convertible Debentures	25,00,00,000
2.	UTI Structured Debt Opportunities Fund III	1,500	Private placement of Non-Convertible Debentures	15,00,00,000
3.	UTI Structured Debt Opportunities Fund III	1,270	Private placement of Non-Convertible Debentures	12,70,00,000

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4.	Mr. Kewal Krishan Nohria	20,00,000	Series B3 Compulsorily Convertible Preference Shares	2,00,00,000
5.	NRJN Family Trust represented by Entrust Family Office Legal & Trusteeship Services Private Limited	7,50,00,000	Series B4 Compulsorily Convertible Preference Shares	75,00,00,000
6.	Texterity Private Limited	2,500	Private placement of Non-Convertible Debentures	25,00,00,000

(t) the proposed time within which the allotment shall be completed:

30 days

(u) The pre issue and post issue shareholding pattern of the company in the following format:

Sr No.	Category	Pre Issue										Post Issue																											
		No. of Shares Allotted (Nos)	% of Shares Allotted (%)	No. of Shares Held (Nos)	% of Shares Held (%)	No. of Shares Held (Nos)	% of Shares Held (%)	No. of Shares Held (Nos)	% of Shares Held (%)	No. of Shares Held (Nos)	% of Shares Held (%)	No. of Shares Held (Nos)	% of Shares Held (%)	No. of Shares Held (Nos)	% of Shares Held (%)	No. of Shares Held (Nos)	% of Shares Held (%)	No. of Shares Held (Nos)	% of Shares Held (%)																				
A Promoter's holding																																							
1 Indian																																							
	Individual	1,77,45,446	11.76%																																				
	Body Corporate																																						
	Sub total	1,77,45,446	11.76%																																				
2 Foreign Promoters																																							
	Sub total(F)	1,77,45,446	11.76%																																				
B Non-Promoter's holding																																							
1 Institutional Investor																																							
	Non Institutional																																						
	Private Corporate bodies																																						
	Director and Relative																																						
	Indian Public	18,75,000	1.24%			3,48,311	2.44%	63,07,158	31.25%	20,00,000	2.99%			14,75,000	1.24%			3,48,311	2.44%	63,07,158	31.25%	20,00,000	2.99%																
	Others(Including Non-resident Indian(NRI))	13,31,63,747	88.24%	11,24,00,000	100	1,86,00,000	100	3,20,00,000	100	5,71,22,955	100	1,42,80,739	100	2,01,86,059	100	6,69,40,002	100	7,50,00,000	100	15,09,07,193	100	11,24,00,000	100	1,86,00,000	100	3,20,00,000	100	5,71,22,955	100	1,42,80,739	100	2,01,86,059	100	6,69,40,002	100	7,50,00,000	100	15,09,07,193	100
	Sub Total(F)	13,31,63,747	88.24%	11,24,00,000	100	1,86,00,000	100	3,20,00,000	100	5,71,22,955	100	1,42,80,739	100	2,01,86,059	100	6,69,40,002	100	7,50,00,000	100	15,09,07,193	100	11,24,00,000	100	1,86,00,000	100	3,20,00,000	100	5,71,22,955	100	1,42,80,739	100	2,01,86,059	100	6,69,40,002	100	7,50,00,000	100	15,09,07,193	100
	Grand total	15,09,07,193	100	11,24,00,000	100	1,86,00,000	100	3,20,00,000	100	5,71,22,955	100	1,42,80,739	100	2,01,86,059	100	6,69,40,002	100	7,50,00,000	100	15,09,07,193	100	11,24,00,000	100	1,86,00,000	100	3,20,00,000	100	5,71,22,955	100	1,42,80,739	100	2,01,86,059	100	6,69,40,002	100	7,50,00,000	100	15,09,07,193	100

(v) Amount which the company intends to raise by way of such securities:

INR 20,00,00,000/- (Indian Rupees Twenty Crores only) at an issue price of INR 100/- per warrant and the subscription price payable at the time of allotment shall be INR 0.01 per warrant.

Accordingly, 20,00,000 (no. of warrants to be issued) multiplied by INR 0.01 (subscription price) = INR 20,000/- (to be received at the time of allotment)

The additional information is required under section 102 of the Companies Act, 2013 are as follows:

a. The nature of concern or interest, financial or otherwise, if any:

- I. Every director and the manager, if any – None of the directors have any concern or interest, financial or otherwise;

- II. Every other key managerial personnel and - None of the key managerial personnel have any concern or interest, financial or otherwise;
 - III. Relatives of the persons mentioned in sub-clauses (i) and (ii) above - None of the relatives of the persons mentioned in sub-clauses (i) and (ii) above has any concern or interest, financial or otherwise.
- b. Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon – None**

The Board recommends the Resolutions at Item No. 1 and Item No. 2 of the Notice for your approval by way of special resolution.

AVANTI FINANCE PRIVATE LIMITED

Regd. Off.: # 2727, 2nd floor, 1st Main Road, HAL 3rd Stage, Ward no 58 (Old no 83) New Thippasandra, Bangalore,
Bangalore North, Karnataka, India - 560075

Toll Free Number - 1800 309 5021 | Email: info@avantifinance.in | Web: www.avantifinance.in

CIN: U64920KA2016PTC138355



Item No. 3

To approve the re-pricing of existing ESOP grants

The explanatory statement for this particular agenda item has been redacted to maintain confidentiality.

For Avanti Finance Private Limited

Sd/-

Name: Ms. Urvashi P. Bahirsheth

Designation: Company Secretary and CCO

Membership No.: ACS 37475

Address: 2727, 2nd floor, 1st Main Road, HAL 3rd Stage, Ward no 58 (Old No. 83), New Thippasandra, Bangalore, Bangalore North, Karnataka, India, 560075

Registered Office:

2727, 2nd floor, 1st Main Road, HAL 3rd Stage, Ward no 58 (Old No. 83), New Thippasandra, Bangalore, Bangalore North, Karnataka, India, 560075

Date: February 16, 2026

Place: Bengaluru

AVANTI FINANCE PRIVATE LIMITED

Regd. Off.: # 2727, 2nd floor, 1st Main Road, HAL 3rd Stage, Ward no 58 (Old no 83) New Thippasandra, Bangalore, Bangalore North, Karnataka, India - 560075

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